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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
 :
 Debtors. : Jointly Administered
 - - - - - x

**ORDER SUSTAINING DEBTORS' AMENDED SEVENTY-FIRST OMNIBUS
 OBJECTION TO CERTAIN MISCLASSIFIED NON-GOODS CLAIMS**

THIS MATTER having come before the Court on the
 Debtors' Amended Seventy-First Omnibus Objection to Certain
 Misclassified Non-Goods Claims (the "Objection"), which
 requested, among other things, that the claims specifically
 identified on Exhibit B attached to the Objection be
 reclassified as general unsecured non-priority claims for

those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested on the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are reclassified as general unsecured non-priority claims.
3. The Debtors' rights to amend, modify, or supplement the Objection, to file additional objections to any claim, including the Claims (filed or not) that have been or may be asserted against the Debtors, and to seek reduction of any claim to the extent such claim has been paid, are preserved.

4. The Debtors shall serve a copy of this Order on the claimants included on the exhibit to this Order on or before seven (7) days from the entry of this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia

_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14764 Date Filed: 12/07/2009 Docketed Total: \$7,138.81 Filing Creditor Name and Address: CAROLINA TELEPHONE AND TELEGRAPH COMPANY LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$7,138.81 CAROLINA TELEPHONE AND TELEGRAPH COMPANY LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,138.81</p>	<p>Case Number: 08-35653 Modified Total: \$7,138.81</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,138.81</p>
<p>Claim: 14759 Date Filed: 12/07/2009 Docketed Total: \$1,829.75 Filing Creditor Name and Address: CENTRAL TELEPHONE COMPANY NEVADA PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$1,829.75 CENTRAL TELEPHONE COMPANY NEVADA PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,829.75</p>	<p>Case Number: 08-35653 Modified Total: \$1,829.75</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,829.75</p>
<p>Claim: 14755 Date Filed: 12/07/2009 Docketed Total: \$889.82 Filing Creditor Name and Address: CENTRAL TELEPHONE COMPANY NORTH CAROLINA PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$889.82 CENTRAL TELEPHONE COMPANY NORTH CAROLINA PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$889.82</p>	<p>Case Number: 08-35653 Modified Total: \$889.82</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$889.82</p>
<p>Claim: 14758 Date Filed: 12/07/2009 Docketed Total: \$1,137.16 Filing Creditor Name and Address: CENTRAL TELEPHONE COMPANY OF TEXAS PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$1,137.16 CENTRAL TELEPHONE COMPANY OF TEXAS PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,137.16</p>	<p>Case Number: 08-35653 Modified Total: \$1,137.16</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,137.16</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14762 Date Filed: 12/07/2009 Docketed Total: \$142.59 Filing Creditor Name and Address: CENTRAL TELEPHONE COMPANY OF VIRGINIA PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 CENTRAL TELEPHONE COMPANY OF VIRGINIA Docketed Total: \$142.59 PO BOX 7971 SHAWNEE MISSION, KS 66207-0971 503(b)(9) Reclamation Admin Secured Priority Unsecured \$142.59</p>	<p>Case Number: 08-35653 Modified Total: \$142.59 503(b)(9) Reclamation Admin Secured Priority Unsecured \$142.59</p>
<p>Claim: 14775 Date Filed: 12/18/2009 Docketed Total: \$6,415.00 Filing Creditor Name and Address: E ENTERTAINMENT TV 5750 WILSHIRE BLVD LOS ANGELES, CA 90036</p>	<p>Claim Holder Name and Address Case Number: 08-35653 E ENTERTAINMENT TV Docketed Total: \$6,415.00 5750 WILSHIRE BLVD LOS ANGELES, CA 90036 503(b)(9) Reclamation Admin Secured Priority Unsecured \$6,415.00</p>	<p>Case Number: 08-35653 Modified Total: \$6,415.00 503(b)(9) Reclamation Admin Secured Priority Unsecured \$6,415.00</p>
<p>Claim: 14761 Date Filed: 12/07/2009 Docketed Total: \$14,286.30 Filing Creditor Name and Address: EMBARQ FLORIDA INC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 EMBARQ FLORIDA INC Docketed Total: \$14,286.30 PO BOX 7971 SHAWNEE MISSION, KS 66207-0971 503(b)(9) Reclamation Admin Secured Priority Unsecured \$14,286.30</p>	<p>Case Number: 08-35653 Modified Total: \$14,286.30 503(b)(9) Reclamation Admin Secured Priority Unsecured \$14,286.30</p>
<p>Claim: 14757 Date Filed: 12/07/2009 Docketed Total: \$873.39 Filing Creditor Name and Address: EMBARQ MINNESOTA INC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 EMBARQ MINNESOTA INC Docketed Total: \$873.39 PO BOX 7971 SHAWNEE MISSION, KS 66207-0971 503(b)(9) Reclamation Admin Secured Priority Unsecured \$873.39</p>	<p>Case Number: 08-35653 Modified Total: \$873.39 503(b)(9) Reclamation Admin Secured Priority Unsecured \$873.39</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14776 Date Filed: 12/18/2009 Docketed Total: \$17,166.60 Filing Creditor Name and Address: G4 MEDIA 5750 WILSHIRE BLVD 4TH FL LOS ANGELES, CA 90036</p>	<p>Claim Holder Name and Address Case Number: 08-35653 G4 MEDIA Docketed Total: \$17,166.60 5750 WILSHIRE BLVD 4TH FL LOS ANGELES, CA 90036 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$17,166.60</p>	<p>Case Number: 08-35653 Modified Total: \$17,166.60 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$17,166.60</p>
<p>Claim: 14777 Date Filed: 12/18/2009 Docketed Total: \$7,012.50 Filing Creditor Name and Address: G4 MEDIA INC 5750 WILSHIRE BLVD LOS ANGELES, CA 90036</p>	<p>Claim Holder Name and Address Case Number: 08-35653 G4 MEDIA INC Docketed Total: \$7,012.50 5750 WILSHIRE BLVD LOS ANGELES, CA 90036 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,012.50</p>	<p>Case Number: 08-35653 Modified Total: \$7,012.50 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$7,012.50</p>
<p>Claim: 14327 Date Filed: 07/01/2009 Docketed Total: \$17,600.00 Filing Creditor Name and Address: MICHAEL S PAYNE 3306 CLAYS MILL RD STE 104 LEXINGTON, KY 40504</p>	<p>Claim Holder Name and Address Case Number: 08-35653 MICHAEL S PAYNE Docketed Total: \$17,600.00 3306 CLAYS MILL RD STE 104 LEXINGTON, KY 40504 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$17,600.00</p>	<p>Case Number: 08-35653 Modified Total: \$17,600.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$17,600.00</p>
<p>Claim: 14763 Date Filed: 12/07/2009 Docketed Total: \$1,312.52 Filing Creditor Name and Address: THE UNITED TELEPHONE COMPANY OF PENNSYLVANIA LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971</p>	<p>Claim Holder Name and Address Case Number: 08-35653 THE UNITED TELEPHONE Docketed Total: \$1,312.52 COMPANY OF PENNSYLVANIA LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,312.52</p>	<p>Case Number: 08-35653 Modified Total: \$1,312.52 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,312.52</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 14756 Date Filed: 12/07/2009 Docketed Total: \$6,091.04 Filing Creditor Name and Address: UNITED TELEPHONE SOUTHEAST LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971	Claim Holder Name and Address Case Number: 08-35653 UNITED TELEPHONE SOUTHEAST LLC PO BOX 7971 SHAWNEE MISSION, KS 66207-0971 Docketed Total: \$6,091.04 <div> <div>503(b)(9)</div> <div>Reclamation</div> <div>Admin</div> <div>Secured</div> <div>Priority</div> <div>Unsecured</div> </div> \$6,091.04	Case Number: 08-35653 Modified Total: \$6,091.04 <div> <div>503(b)(9)</div> <div>Reclamation</div> <div>Admin</div> <div>Secured</div> <div>Priority</div> <div>Unsecured</div> </div> \$6,091.04
		Total Claims To Be Modified: 13 Total Amount As Docketed: \$81,895.48 Total Amount As Modified: \$81,895.48

* "UNL" denotes an unliquidated claim.